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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:	Case No.: BK-S-06-10725 LBR
USA COMMERCIAL MORTGAGE COMPANY,	Case No.: BK-S-06-10726 LBR
Debtor.	Case No.: BK-S-06-10727 LBR

In re:	Case No.: BK-S-06-10728 LBR
USA CAPITAL REALTY ADVISORS, LLC,	Case No.: BK-S-06-10729 LBR
Debtor.	Chapter 11

In re:	Jointly Administered Under Case No. BK-S-06-10725 LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	
Debtor.	

In re:	DECLARATION OF RUSSELL S. WALKER
USA CAPITAL FIRST TRUST DEED FUND, LLC,	
Debtor.	

In re:	DECLARATION OF RUSSELL S. WALKER
USA SECURITIES, LLC,	
Debtor.	

Affects:
All Debtors
USA Commercial Mortgage Company
USA Securities, LLC
USA Capital Realty Advisors, LLC
USA Capital Diversified Trust Deed Fund, LLC
USA Capital First Trust Deed Fund, LLC

Russell S. Walker hereby makes the following declaration:

I am a partner with the law firm of Woodbury & Kesler, P.C. 265 East 100 South, Suite 300. Salt Lake City, Utah, 84111 and I am a member of the Utah State Bar Association. I am admitted pro hac vice in this case as counsel for USA Investment Partners, LLC ("USAIP") and Joseph Milanowski ("Milanowski").

I make this declaration in support of the Objection of USA Investment Partners, LLC ("USAIP") and Joseph Milanowski ("Milanowski") to 2004 Examination of Joseph Milanowski, USA Investment Partners, LC, HMA Sales, LLC Subpoenas and Orders ("Objection").

I make this declaration based on the files and records in my possession and my personal knowledge of the facts relating to the case as alleged in the pleadings before this Court and the information contained in this declaration is true and correct to the best of my knowledge, information and belief.

Background Facts.

1. USA Commercial Mortgage Corporation ("USACM") petitioned the Court and obtained Orders for 2004 Examinations and issued Subpoenas on December 1, 2006 which they served on the parties and their counsel on December 4, 2006 for the following parties for the following times:

- a. Investors VI, LLC to produce documents on December 11, 2006 for a 2004 Examination on December 13, 2006 at 9:00 a.m.;
- b. HMA Sales, LLC to produce documents on December 11, 2006 for a 2004 Examination on December 13, 2006 at 1:30 p.m.;
- c. USA Investment Partners, LLC to produce documents on December 11, 2006 for a 2004 Examination on December 14, 2006 at 9:00 a.m.

2. USACM obtained a 2004 Order on December 8, 2006 and served the 2004 Order on December 11, 2006 for a 2004 examination of Joseph Milanowski for December 15, 2006.

3. USASIP is the managing member of HMA Sales, LLC, and USA Investors VI.

4. The Subpoenas required the USAIP entities to produce documents on or before

Monday, December 11, 2006. The vast majority of the records responsive to the Subpoenas are not in the custody or control of USACM and are the subject of a Motion for Protective Order filed by Mr. Milanowski and USAIP which is currently scheduled for hearing before this Court on January 3, 2006.

5. After December 11, 2006, USAIP and Milanowski's counsel and USACM's counsel, Elaine Monson, reached an agreement that the USAIP Parties would have an additional week until Monday, December 18, 2006 within which to produce the documents. The USAIP entities also agreed with USACM that it would make witnesses available beginning Wednesday, December 20, 2006, if necessary. The parties agreed that if USACM were satisfied with the documents produced on December 18, 2006, USACM would continue the examinations until the week of January 10, 2007.

6. Counsel agreed Mr. Milanowski needed additional time beyond Monday, December 18, 2006 within which to produce his documents pursuant to his 2004 Order. Late in the day on December 12, 2006, the parties were unable to agree upon a time when Mr. Milanowski would appear for his 2004 Examination and as result Ms. Monson said there was no agreement regarding the referenced Subpoenas and 2004 Examinations.

DATED this 14th day of December, 2006.

WOODBURY & KESLER, P.C.

/s/ Russell S. Walker
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